## Edgar Filing: Nielsen N.V. - Form 4

Nielsen N V

Nielsen N.V. Form 4											
June 23, 2014 FORM Check this	4 UNITE	Washington, D.C. 20549								PPROVAL 3235-0287 January 31,	
if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed Section	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires:       200         Estimated average burden hours per response       200         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,       Expires:       200         Section 17(a) of the Public Utility Holding Company Act of 1935 or Section       0.									
(Print or Type Re	esponses)										
LA CKSON LA MEDE				2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
<i>a</i>		<i></i>	Nielsen N.V. [NLSN]					(Check all applicable)			
(Month/				Date of Earliest Transaction Month/Day/Year) 6/19/2014				Director 10% Owner X_ Officer (give title Other (specify below) below) Chief Financial Officer			
				endment, Date Original nth/Day/Year)				<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>			
NEW YORK	, NY 10004								Ine Reporting Pe Iore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Executi any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8) Code V	on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	06/19/2014			А	426.56 (1)	А	\$0	81,507.56	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Unde Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
JACKSON JAMERE C/O NIELSEN HOLDINGS N.V. 85 BROAD STREET NEW YORK, NY 10004			Chief Financial Officer					
Signatures								
/s/ Harris Black, Authorized Signatory	(	06/23/2014						
<u>**</u> Signature of Reporting Person		Date						
		_						

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents dividend equivalent rights in connection with the Issuer's quarterly dividend and accrued to the reporting person on restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.